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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF FILING OF AMENDED EXHIBITS IN CONNECTION WITH
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(a) AND 328
(I) AUTHORIZING EMPLOYMENT AND RETENTION OF
ROTHSCHILD INC. AS FINANCIAL ADVISOR AND INVESTMENT BANKER
TO DEBTORS AND (II) SCHEDULING FINAL HEARING THEREON

TO: ALL KNOWN CREDITORS OF THE DEBTORS AND THE UNITED STATES
TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the Application For Order Under 11 U.S.C. §§ 327(a) And 328 (I) Authorizing Employment And Retention Of Rothschild Inc. ("Rothschild") As Financial Advisor And Investment Banker To The Debtors And (II) Scheduling A Final Hearing Thereon (the "Application").

PLEASE TAKE FURTHER NOTICE that in support of the Application, the Debtors submitted (a) the Declaration And Statement Of David L. Resnick, a Managing Director at Rothschild (the "Resnick Declaration"), sworn to October 6, 2005, (b) a proposed interim order (the "Proposed Interim Order"), and (c) a proposed final order (the "Proposed Final Order").

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file this notice of filing of amended exhibits to (a) provide a complete version of the engagement letter (the "Engagement Letter") that is attached as Exhibit 1 to each of the (i) Resnick Declaration, (ii) Proposed Interim Order, and (iii) Proposed Final Order, and (b) provide the full text of the list of Rothschild's connections with interested parties (the "List Of Connections") attached as Exhibit 3 to the Resnick Declaration. Both the Engagement Letter and the List of Connections originally were filed, inadvertently, in incomplete form. Complete copies of the Engagement Letter and List Of Connections are attached hereto.

PLEASE TAKE FURTHER NOTICE that at the request of the Office of the United States Trustee, the form of notice of Application (the "Form Of Notice") attached as Exhibit 2 to the Proposed Interim Order has been revised to omit references to opinion fees, which are not applicable in these chapter 11 cases. The revised Form Of Notice has been

approved pursuant to the Interim Order (defined below) and is being served, on even date herewith, in accordance with its terms.

PLEASE TAKE FURTHER NOTICE that on October 14, 2005, the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York entered an Interim Order Under 11 U.S.C. §§ 327(a) And 328 (I) Authorizing Employment And Retention Of Rothschild Inc. As Financial Advisor And Investment Banker To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 272) (the "Interim Order") on an interim basis pending a final hearing on the Application. The Interim Order included the revised Form of Notice, but did not include the complete Engagement Letter attached hereto.

PLEASE TAKE FURTHER NOTICE that this notice of filing of amended exhibits is being served on all entities who previously received notices in connection with the Application.

Dated: New York, New York
October 17, 2005

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